



ONLY
\$4.50
\$2.95 CAN
MAR • 409
MARVEL
SPIDER-MAN
GROUP

THE RETURN OF KAINE Part 3 of 4

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE AMAZING SPIDER-MAN



BAGS
&
MAHLEST
ATOMIC PAINTBRUSH



DEADLY GAMES!

TM & © 2004 MARVEL

TM & © 2004 MARVEL



The M&M's "Dare Ya" Game.

For even more fun while eating "M&M's" candies—

Real Simple Rules: 1. Tear game page from magazine. 2. Without peeking, grab an "M&M's" Chocolate Candy out of the bag. 3. Look at the color. Now find that color on the board. 4. If you do the first dare in that color box, you get to eat your "M&M's" candy. If you don't, you have to put it in the "Chocolate Pool." 5. Go to the next person on the right. Repeat 1-4. (If someone has already done a dare, go on to the next dare.) 6. Whoever does their dare also gets to eat the "M&M's" candies that are in the "Chocolate Pool." 7. Keep playing until all the "M&M's" candies are gone.

"DO YOU THINK THEY'LL DO THIS STUFF?" "FOR 'M&M'S' IN A HEARTBEAT?" "WHAT'S A HEARTBEAT?"



© Mars, Incorporated 1995. "M&M's" characters are registered trademarks of Mars, Incorporated.

1. Impersonate a famous person.
2. Make up a word and use it in a sentence.
3. Play air guitar for 15 seconds.
4. Take off a piece of clothing, turn it inside out, and put it back on.
5. Sit on an invisible chair for 5 seconds.
6. Sing a verse of a song that has the word "blue" in it.



1. Whistle "Twinkle, Twinkle Little Star."
2. Tell who you have a crush on.
3. Draw a heart with one hand while drawing an arrow with the other.



4. Say "I'm an 'M&M's'" five times fast.
5. Braid your hair.
6. Make silly "kissy faces."

1. Say the alphabet backwards.
2. Write your name upside down.
3. Sing the National Anthem.
4. Finish "Roses are Red, Chocolate is Brown..."
5. Recite a Shakespearean sonnet.
6. Name five things in the room that start with "m."



The Great Chocolate Pool

Put your "M&M's" candy here if you won't dare.

1. Smell your friend's socks.
2. Say something great about yourself. (I do everyday.)
3. Burp.
4. Say "I'm not getting an 'M&M's' candy" in Swahili. ('Cause you're not. Ha!)
5. Do the "armpit thing."
6. Wear your shoes on your hands for one turn.



1. Hold your nose until your next turn.
2. Lie on the floor and "fry like bacon."
3. Rub your stomach while patting your head.
4. Say a word that rhymes with "orange."

5. Jump up and down and say, "Mommy, Mommy, Mommy."

6. Say something that'll gross your friends out.



1. Eat your "M&M's" candy without using your hands.
2. Make a saliva bubble.
3. Touch your nose with your tongue.
4. Put your knees together and walk around the room.
5. Make a stupid face and hold it for 10 seconds.
6. Have one of your friends feed you your "M&M's" candy.



TM & © 2004 MARVEL

His given name is **Peter Parker**. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS: **THE AMAZING SPIDER-MAN!**

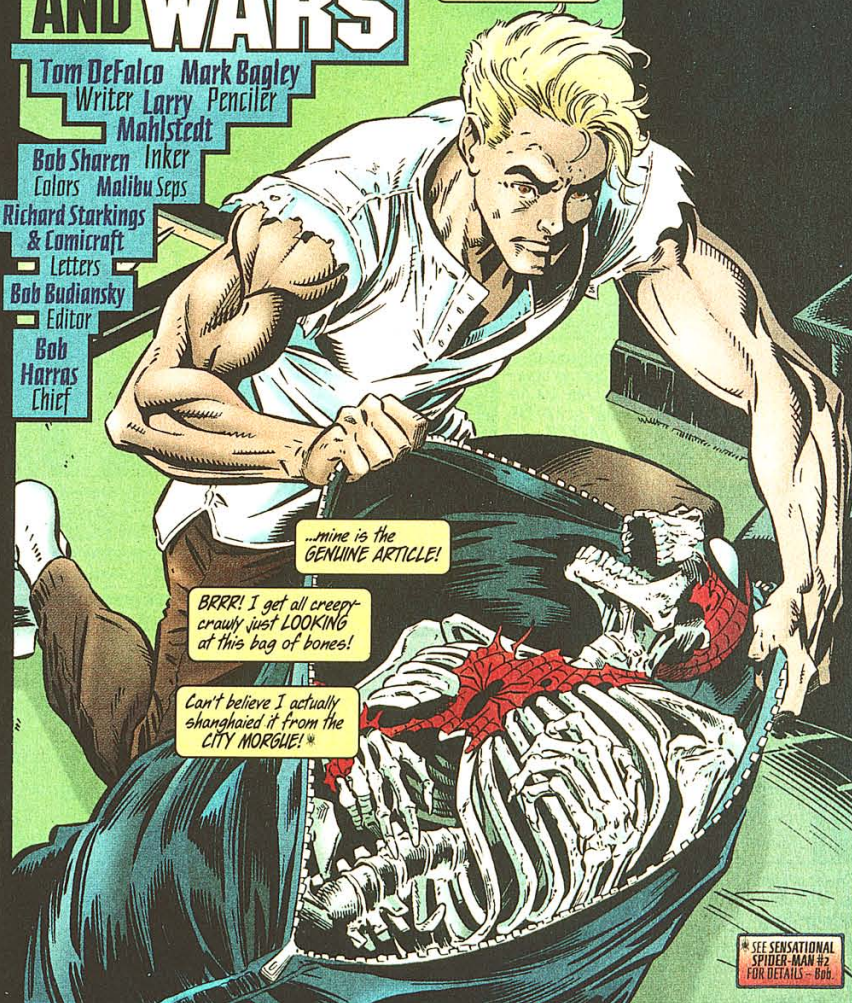
THE RETURN OF Kaine Part 3 of 4

OF WAGERS AND WARS

Most people in this city have at least one **SKELETON** in their closet.

Theirs may only be a figure of speech...

Tom DeFalco Mark Bagley
Writer Larry Pencil
Mahlstedt
Bob Sharen Inker
Colors Malibu Seps
Richard Starkings
& Comicraft
Letters
Bob Budiansky
Editor
Bob Harris
Chief



...mine is the **GENUINE ARTICLE!**

BRRR! I get all creepy-crawly just **LOOKING** at this bag of bones!

Can't believe I actually shanghaied it from the **CITY MORGUE!**

SEE SENSATIONAL SPIDER-MAN #2 FOR DETAILS - 60B

THE AMAZING SPIDER-MAN Vol. 1, No. 409, March, 1996. (ISSN #0274-5232) Published by MARVEL COMICS, Great Customer Assistant, Stan Lee, Publisher, OFFICE OF PUBLICATION, 307 PARK AVENUE, SOUTH NEW YORK, NY 10017. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1996 Marvel Characters, Inc. All rights reserved. Price \$1.99 per copy in the U.S. and \$2.99 elsewhere. Photographs may not be used without the written permission of Marvel Characters, Inc. and any other company. No part of this publication may be reproduced, stored in a retrieval system, or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, or by any information storage and retrieval system, without the prior written permission of Marvel Characters, Inc. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING INC./SUBSCRIPTION DEPT., P.O. BOX 1979, DANBURY, CT 06813-1979. TELEPHONE (203) 734-5331. Printed in the U.S.A.

TM & © 2004 MARVEL



I blame the JACKAL for this mess!

He started it five years ago...when he CLONED me.

My clone and I fought!

I lost --

-- and was left for DEAD in a Brooklyn smokestack!

Believing himself to be me, my clone made a real life for himself as PETER PARKER.

He even married MARY JANE, an old girlfriend of mine, and they're presently expecting their first child.

Me, I ended up calling myself BEN REILLY --

-- and bumming around the country!

My only friend during all that time was a geneticist named SEWARD TRAINER.

MAN! I could really use his help and understanding now!

But the poor guy recently blew his mind in CYBERSPACE --

I don't know WHEN -- or IF -- he'll ever recover!

-- and he's presently in a COMA!

As if my life wasn't complicated enough, this stupid SKELETON suddenly appears on the scene!

Workers recently found it while they were demolishing the very same Brooklyn smokestack where Pete dumped me.

What is it?

How'd it get there?

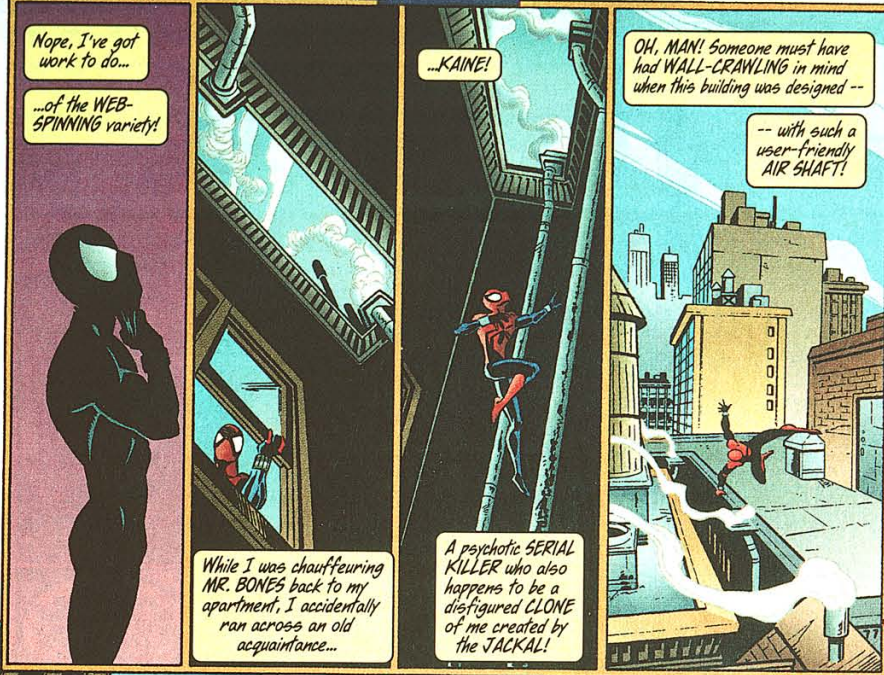
If it's the original clone, WHY do I remember being inside the smokestack?

And, where does PETE fit into all this?!

WHOA! My brain's starting to overheat from question overload!

I wish I could ditch all this jazz, and just gentle down with my lady JESSICA --

-- but I have no time to think about ROMANCE!



Nope, I've got work to do...

...of the WEB-SPINNING variety!

...KAINE!

OH, MAN! Someone must have had WALL-CRAWLING in mind when this building was designed --

-- with such a user-friendly AIR SHAFT!

While I was chauffeuring MR. BONES back to my apartment, I accidentally ran across an old acquaintance...

A psychotic SERIAL KILLER who also happens to be a disfigured CLONE of me created by the JACKAL!

Kaine was causing a sharp increase in CASUALTY CLAIMS when I spotted him!

He was in the middle of a major PUNCH-OUT with the RHINO! *

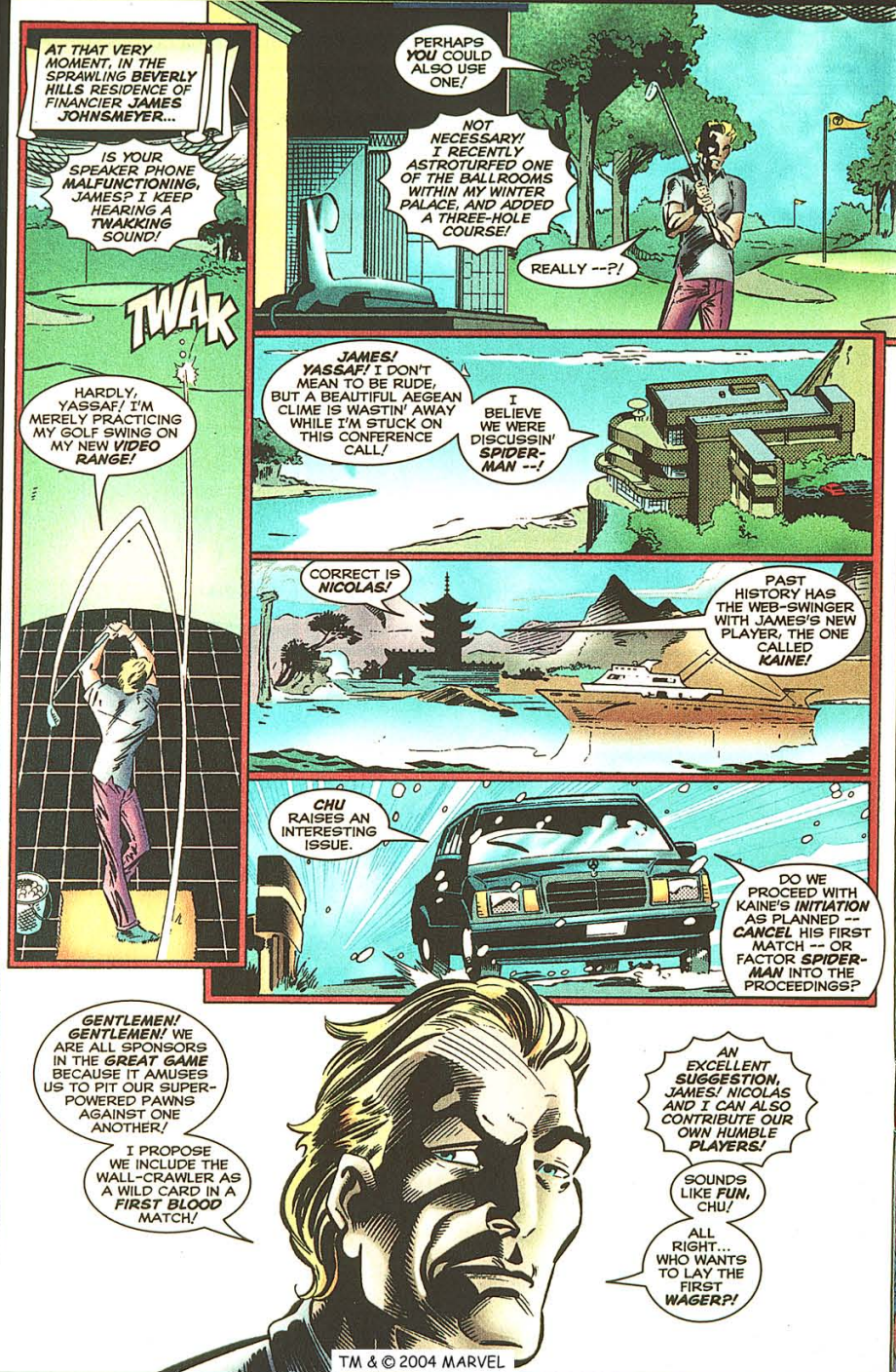
WHY --?!

Don't know!

Don't care!

They both belong behind bars as far as I'm concerned!

* ALSO IN SENSATIONAL SPIDER-MAN #2 - 50¢



TM & © 2004 MARVEL

ADVERTISEMENT

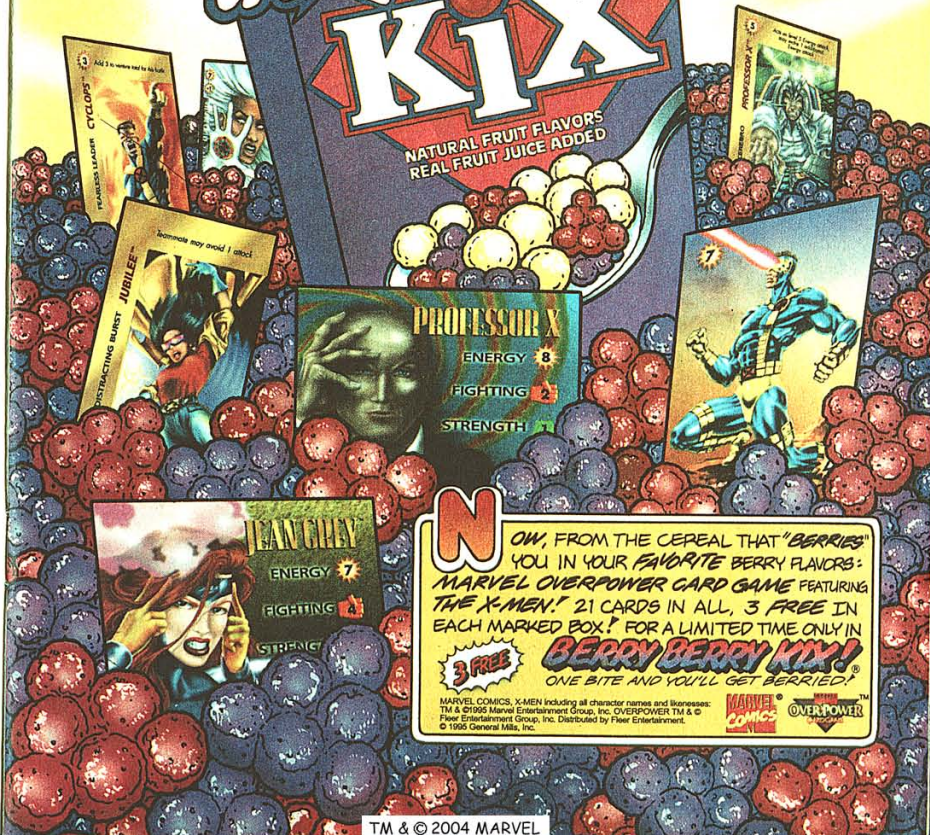
MARVEL OVERPOWER CARDS™

featuring
the
X-MEN™

BERRIED

in BERRY BERRY
KIX

NATURAL FRUIT FLAVORS
REAL FRUIT JUICE ADDED



TM & © 2004 MARVEL



KAINE --P

THERE'S NO SIGN'A PURSUIT!

WHERE ARE YE, KAINE?

WE CAN'T BE STAYIN' HERE! WE MAY HAVE LOST THE RHINO FOR NOW --

-- BUT I'M BETTIN' WE HAVEN'T SEEN THE LAST'A HIM!

HOW DID HE FIND US THE FIRST TIME, SHANNON?

YE NEED T'REST! T'REGAIN YUIR STRENGTH!

GET SOME SLEEP! I'LL STAND GUARD!

I'M WISHIN' I COULD TELL YE! ALL I KNOW IS THAT JAMES JOHNSMEYER IS A MAN'A VAST RESOURCES --

-- AND HE WON'T BE TAKIN' KINDLY TO YUIR REFUSAL T'REPRESENT HIM IN THE GREAT GAME!

WHY SHOULD I TRUST YOU, SHANNON?

ARE YE DAFT, MAN?

IN CASE YE DIDN'T NOTICE, I DIDN'T EXACTLY ADVANCE MY OWN CAREER WHEN I HELPED YUIR ESCAPE!

TM & © 2004 MARVEL

SEE SPECTACULAR SPIDER-MAN #231 - 800.

ENTER THE NBA



Here's your chance to load up on authentic Spalding NBA balls and equipment, autographed and team logo balls and more! Just fill out the coupon below and send it in - it's your ticket to the pros!

WHAT YOU COULD WIN: Grand Prize: Week-long Walt Disney World vacation, 4 tickets to an Orlando Magic game, autographed Spalding NBA ball from Shaq and Hakeem, and more... 10 First Prizes: Spalding NBA game ball signed by Shaq and Hakeem. 25 Second Prizes: Full set of NBA team logo balls. 35 Third Prizes: Official NBA game ball. And Lots More!!!

TO ENTER: Fill out this official entry blank and mail it to: Spalding's NBA Dreamstakes P.O. Box 1370, Young America, MN 55594-1370 Entries must be received by May 31, 1996.

Look for Spalding and official NBA gear at Wal-Mart, Sears, Target, Toys-R-Us, Champs, Service Merchandise and The Sports Authority.

Name _____
Address _____
City _____ State _____
Zip _____ Phone (____) _____

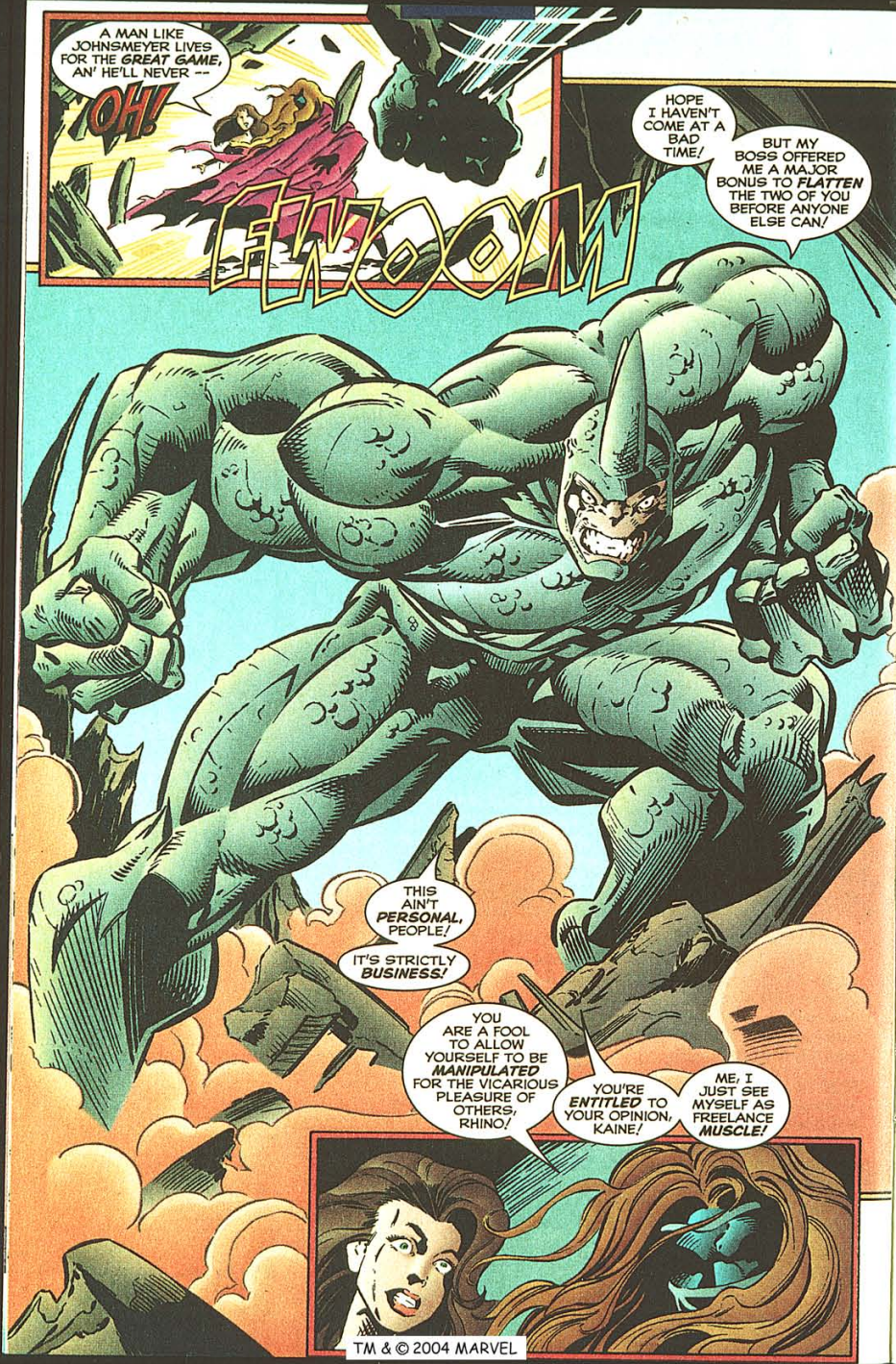
1) NO PURCHASE NECESSARY.
2) To Enter: Complete the official entry form by hand or hand print your name, complete address and zip code (P.O. Box addresses are not acceptable) on a 3" x 5" card and mail in a stamped envelope to SPALDING'S NBA DREAMSTAKES, P.O. Box 1370, Young America, MN 55594-1370. Enter as often as you wish, but each entry must be in a separate, stamped envelope and mailed separately via first class mail. No copies, facsimiles or mechanical reproductions will be accepted. Not responsible for lost, late, damaged, undelivered, illegible or postage due mail or entries. Entries must be received no later than May 31, 1996. By participating, entrants agree to these Official Rules.
3) Drawing: Winners will be selected in a random drawing held on or about June 14, 1996 from all eligible entries received by an independent judging organization whose decisions are final and binding in all matters relating to this sweepstakes. Winners will be notified by mail.
4) Prizes: One (1) Grand Prize: Trip for four to Disney World in Orlando, Florida. Prize consists of round trip coach air transportation from major Orlando Magic regular season home game (date of game determined by sponsor), NBA game ball autographed by Shaq & Hakeem, full set of NBA team logo balls, official USA basketball game ball. Trip subject to availability and must be completed during the 1996-1997 NBA regular season. Blackout periods and other restrictions may apply. Expenses not stated are solely the responsibility of winner. Approximate retail value (ARV) of prize is to team logo balls, ARV \$200. Thirty-five (35) Third Prize: NBA game ball, ARV \$35. Fifty (50) Fourth Prize: USA game ball, ARV \$40. Fifty (50) Fifth Prize: NBA Indiana/Pacers game ball, ARV \$30. Seventy-five (75) Sixth Prize: NBA basketball and binder, ARV \$25. Total approximate retail value of all prizes is \$121,300. Odds of winning a prize depend on number of eligible entries received.
5) General Conditions: Sweepstakes open to legal U.S. residents. Employees and directors (and their immediate families and those living in the same household) of Spalding Sports Worldwide, NBA Properties, Inc., and any of their affiliates, parents, subsidiaries, advertising and promotion agencies are not eligible. Prize winners may be required to sign and return an affidavit of eligibility and liability release and where legal, a publicity agreement within 14 days of notification or prize may be awarded to alternate winner. If prize winner is a minor, prize will be awarded to minor's parent or legal guardian who must sign and return affidavit and release. Travel companion of Grand Prize winner must complete and return a liability release parent or legal guardian. Void where prohibited.
6) Winner's Release: If winner is a minor, winner's parent or legal guardian, agree that Spalding Sports Worldwide, NBA Properties, Inc., and their affiliates will have no liability whatsoever for any injuries, losses or damages of any kind resulting in whole or in part from acceptance, possession or use of any prize or participation in this sweepstakes. Except where legally prohibited, winners, and if winners are minors, winner's parent or legal guardian, for advertising and publicity purposes without additional compensation. Toss up all prizes are solely the responsibility of the winner. Prizes are not transferable. No prize or cash substitution allowed, except as may be necessary for the prize, of equal or greater value.
7) Winner's List: For a list of prize winners available after July 15, 1996, send a self-addressed stamped envelope for receipt by July 15, 1996 to SPALDING'S NBA DREAMSTAKES WINNERS LIST, P.O. Box 3062, Young America, MN 55558-3062.
8) Sponsored by Spalding Sports Worldwide, Chippewa, Massachusetts.



SPALDING

© LISCAL, Inc. 1996

TM & © 2004 MARVEL



A MAN LIKE
JOHNSMEYER LIVES
FOR THE GREAT GAME,
AN' HE'LL NEVER ---

OH!

LENOOM

HOPE
I HAVEN'T
COME AT A
BAD
TIME!

BUT MY
BOSS OFFERED
ME A MAJOR
BONUS TO FLATTEN
THE TWO OF YOU
BEFORE ANYONE
ELSE CAN!

THIS
AIN'T
PEOPLE!
PEOPLE!

IT'S STRICTLY
BUSINESS!

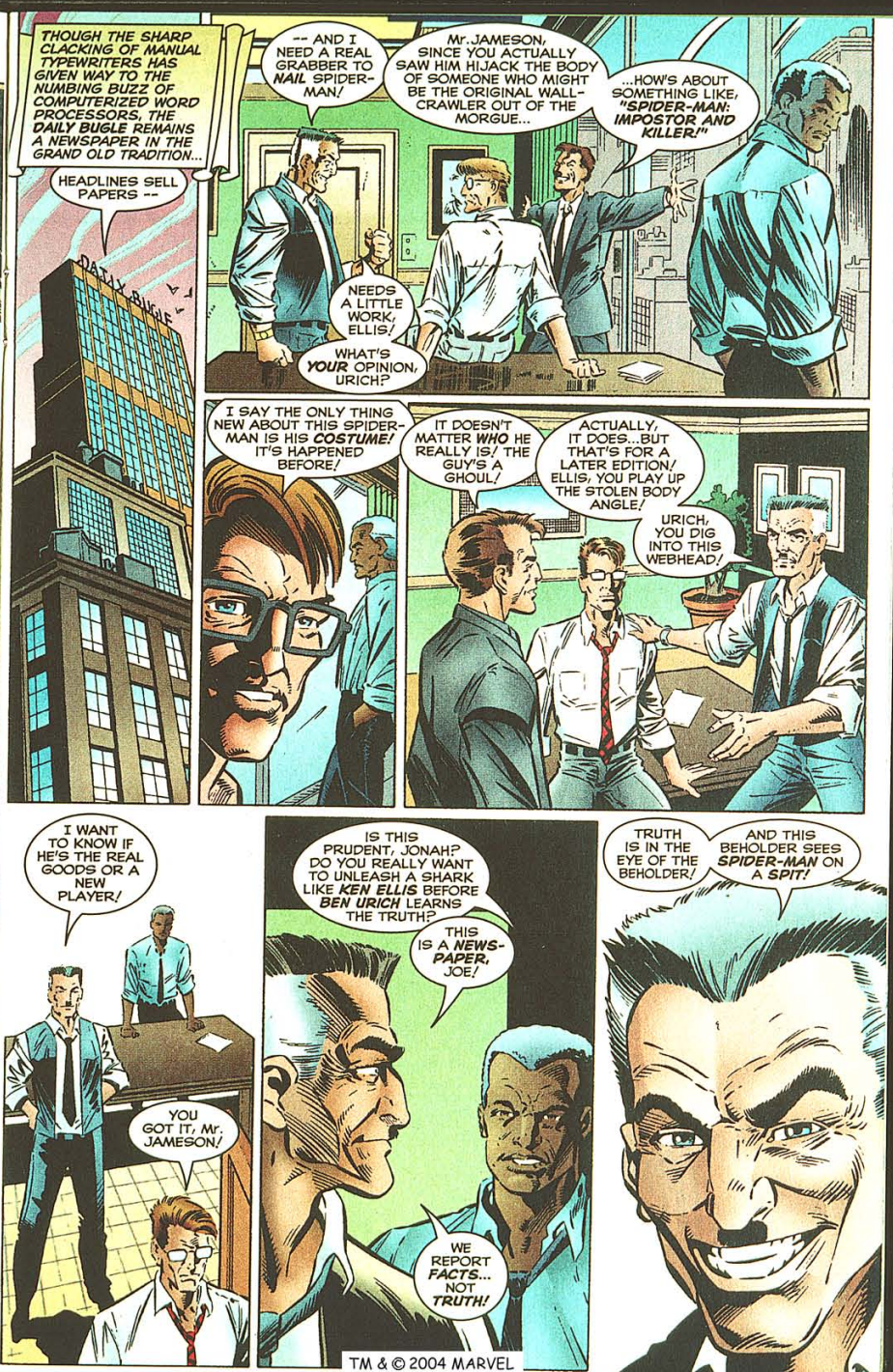
YOU
ARE A FOOL
TO ALLOW
YOURSELF TO BE
MANIPULATED
FOR THE VICARIOUS
PLEASURE OF
OTHERS' RHINO!

YOU'RE
ENTITLED TO
YOUR OPINION,
KAINE!

ME, I
JUST SEE
MYSELF AS
FREELANCE
MUSCLE!



TM & © 2004 MARVEL



THOUGH THE SHARP
CLACKING OF MANUAL
TYPEWRITERS HAS
GIVEN WAY TO THE
NUMBING BUZZ OF
COMPUTERIZED WORD
PROCESSORS, THE
DAILY BUGLE REMAINS
A NEWSPAPER IN THE
GRAND OLD TRADITION...

HEADLINES SELL
PAPERS ---

--- AND I
NEED A REAL
GRABBER TO
NAIL SPIDER-
MAN!

Mr. JAMESON,
SINCE YOU ACTUALLY
SAW HIM HIJACK THE BODY
OF SOMEONE WHO MIGHT
BE THE ORIGINAL WALL-
CRAWLER OUT OF THE
MORGUE...

...HOW'S ABOUT
SOMETHING LIKE,
"SPIDER-MAN:
IMPOSTOR AND
KILLER!"

NEEDS A
LITTLE
ELLIS/
WHAT'S
YOUR OPINION,
URICH?

I SAY THE ONLY THING
NEW ABOUT THIS SPIDER-
MAN IS HIS COSTUME!
IT'S HAPPENED
BEFORE!

IT DOESN'T
MATTER WHO HE
REALLY IS! THE
GUY'S A GHOUL!

ACTUALLY,
IT DOES...BUT
THAT'S FOR A
LATER EDITION/
ELLIS, YOU PLAY UP
THE STOLEN BODY
ANGLE!

URICH,
YOU DIG
INTO THIS
WEBHEAD!

I WANT
TO KNOW IF
HE'S THE REAL
GOODS OR A
NEW
PLAYER!

IS THIS
PRUDENT, JONAH?
DO YOU REALLY WANT
TO UNLEASH A SHARK
LIKE KEN ELLIS BEFORE
BEN URICH LEARNS
THE TRUTH?

TRUTH
IS IN THE
EYE OF THE
BEHOLDER!

AND THIS
BEHOLDER SEES
SPIDER-MAN ON
A SPIT!

THIS
IS A NEWS-
PAPER,
JOE!

YOU
GOT IT, Mr.
JAMESON!

WE
REPORT
FACTS...
NOT
TRUTH!

TM & © 2004 MARVEL

No trace of Kaine or the Rhino!

You'd think in this day and age there'd be easier ways to REACH OUT and SLAM your favorite baddie!

They should all be required to carry CELL PHONES, or be plugged into the INTERNET!

YEAH! A VILLAINS ON-LINE service would certainly relieve my stress!

HEEY! Those news helicopters seem to be in an awful hurry!

Could my favorite bruisers be committing MASS MAYHEM in another part of the city?

Only one way to find out --!

And AWAAAY we go --!

TM & © 2004 MARVEL

MEANWHILE, ELSEWHERE...

FOR A GUY WHO DOESN'T WANT TO PLAY THIS GAME --

-- YOU PUT UP ONE HECK OF A FIGHT!

OTHERS ONCE PULLED MY STRINGS, RHINO! MADE ME DANCE TO THEIR PERVERSE MACHINATIONS!

NO MORE!

NEVER AGAIN WILL Kaine BE ANY MAN'S PAWN!

I STRIKE ONLY FOR MY FREEDOM!

MY LIBERTY!

HEY! YOU'RE NOT LEAVING UNTIL I COLLECT MY BONUS!

SAVE YOURSELF FURTHER MISERY, RHINO!

I HAVE NO DESIRE TO CONTINUE THIS POINTLESS BATTLE!

SHANNON AND I MERELY WISH TO VANISH BEFORE THE AUTHORITIES CAN --

UNGH!

TM & © 2004 MARVEL

THE GREATEST STORIES NEVER TOLD

UNTOLD TALES OF

SPIDERMAN

MONTHLY BY KURT BUSIEK,
PAT OLLIFFE AND AL VEY.

TM & © 1995 MARVEL ENTERTAINMENT GROUP INC. ALL RIGHTS RESERVED.

TM & © 2004 MARVEL

A BLAST FROM
THE HEAVENS!

W-
WHO
-- P!

HIYA,
CUTIE! I'M
JOYSTICK!

MY ASSOCIATE
IN THE FUNKY
THREADS IS CALLED
POLESTAR!

DON'T
MOCK
THE SUIT,
LADY!

IT GENERATES
A MAGNETIC FIELD
THAT ALLOWS ME TO
ATTRACT AND REPEL
THE PROPS OF MY CHOICE --

-- AND
MY SPONSOR
IS WAGERING
MAJOR COIN
THAT I'LL
SCORE FIRST
BLOOD!

HE SHOULD
HAVE INVESTED
IN TAX-FREE
MUNICIPALS.

KAINE
IS MINE!

YOU
NEED
GLASSES?

I GOT
FIRST DIBS
ON THIS TARGET,
AND I'M PUTTING
THE KIBOSH
ON HIM!

TM & © 2004 MARVEL



YOU'RE NEW TO THE GREAT GAME, RHINO!

YOU MAY NOT REALIZE THAT THE RULES OF A FIRST BLOOD MATCH ALLOW ALL PLAYERS FREE ACCESS TO THE QUARRY, AND -- Uh-hh!

THAT MAY BE TRUE, POLESTAR... BUT THE PREY ARE ALSO PERMITTED TO DEFEND THEMSELVES!

IN CASE YOU'VE FORGOTTEN, BEFORE I SIDED WITH KAINE, I WAS A PLAYER MYSELF --

-- AND I STILL POSSESS MY POWERS OF PERSUASION!

GOODY FOR YOU!

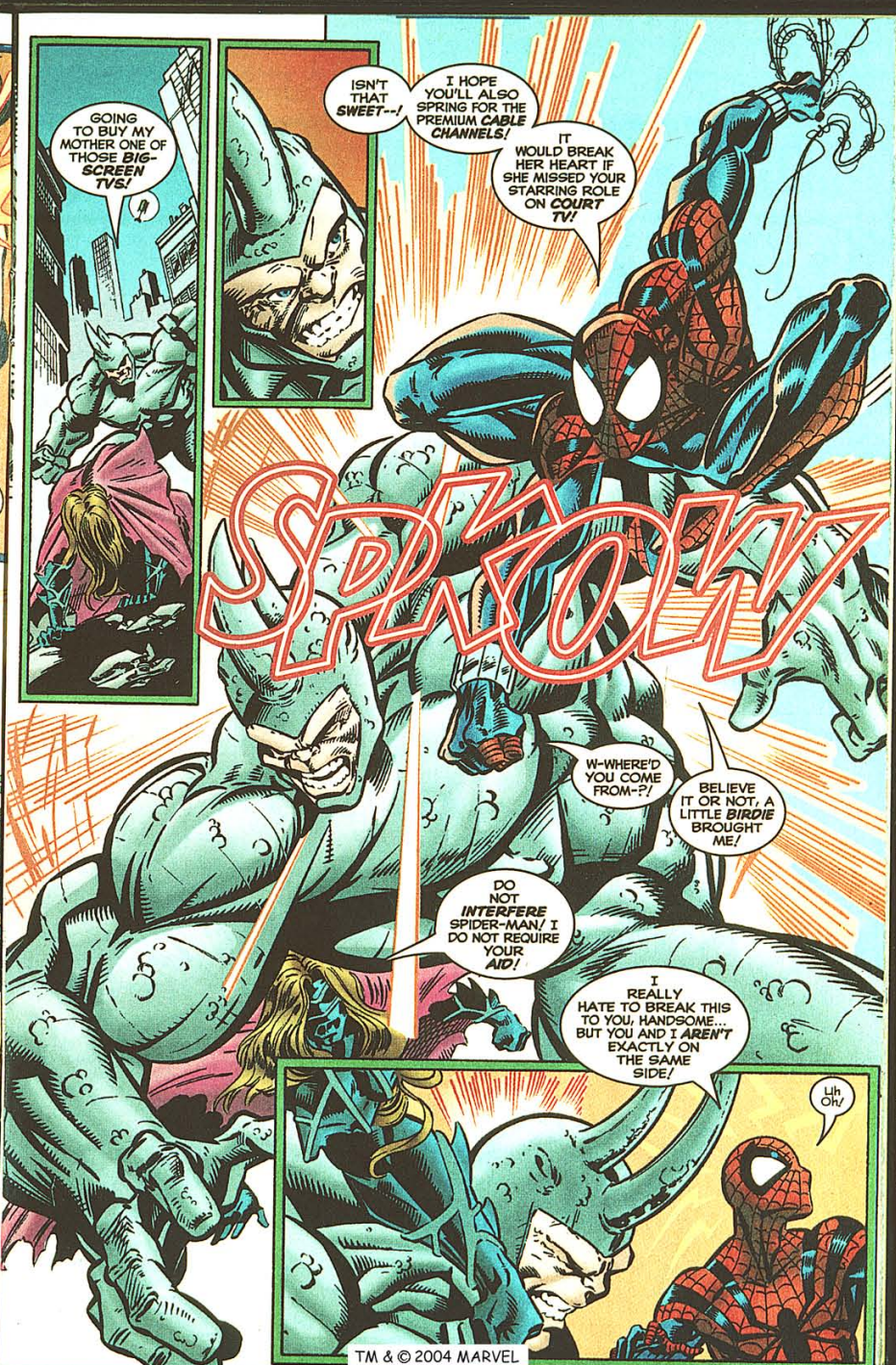
MAYBE YOU CAN PERSUADE YOUR TEETH TO RETURN TO YOUR MOUTH!

SHANNON!

FORGET THE BABE, PAL!

YOU'VE GOT YOUR OWN PROBLEMS!

I WANT YOU TO KNOW THAT I'M GOING TO PUT MY BONUS TO GOOD USE --!



GOING TO BUY MY MOTHER ONE OF THOSE BIG-SCREEN TV'S!

ISN'T THAT SWEET--!

I HOPE YOU'LL ALSO SPRING FOR THE PREMIUM CABLE CHANNELS!

IT WOULD BREAK HER HEART IF SHE MISSED YOUR STARRING ROLE ON COURT TV!

SPLOW

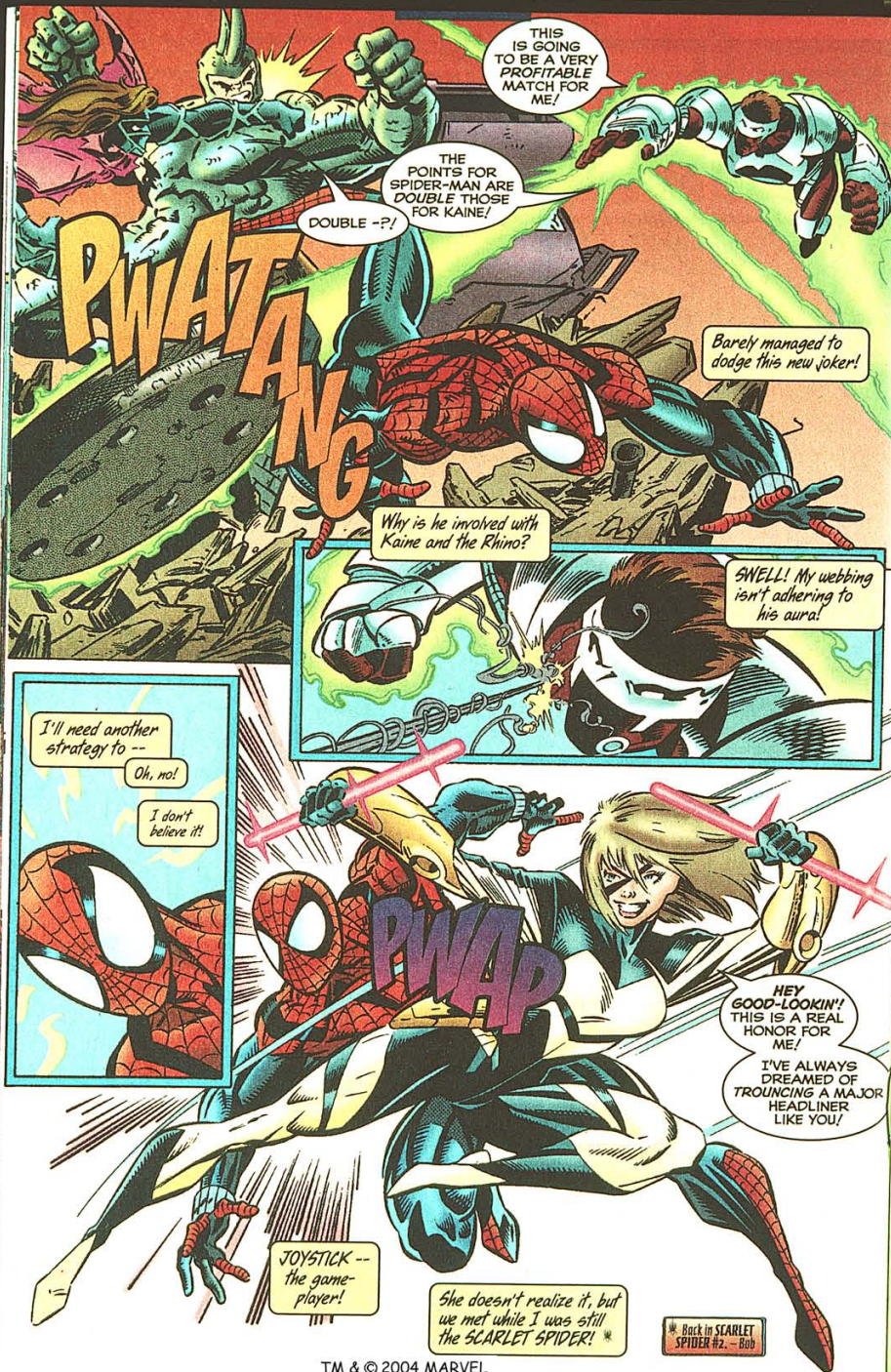
W-WHERE'D YOU COME FROM-?!

BELIEVE IT OR NOT, A LITTLE BIRDIE BROUGHT ME!

DO NOT INTERFERE SPIDER-MAN! I DO NOT REQUIRE YOUR AID!

I REALLY HATE TO BREAK THIS TO YOU HANDSOME... BUT YOU AND I AREN'T EXACTLY ON THE SAME SIDE!

Lih Oh!



SO THERE I WAS
GOING TO A COOL PARTY AT
MY NEW SCHOOL...
AND I DIDN'T KNOW ANYBODY.
I MEAN I WAS SHAKIN'
IN MY SHOES!



THIS GUY'S NERVOUS!



I FELT LIKE I WAS FROM ANOTHER PLANET.
THEN THE CAP'N OF CONFIDENCE SHOWS UP
WITH MY ALL-TIME FAVORITE--
CRUNCHBERRIES® CEREAL!



THANKS TO THAT
DELICIOUS CRUNCHBERRIES BLAST!

AND THE HELP OF CAP'N CRUNCH
I WAS READY TO PARTY!!

YOU MAY BE SWEATIN' IT
NOW. JUST BE YOURSELF
AND EVERYTHING'LL
BE COOL!



THANKS CAP'N.
NOW I'M READY FOR
SOME SERIOUS FUN!

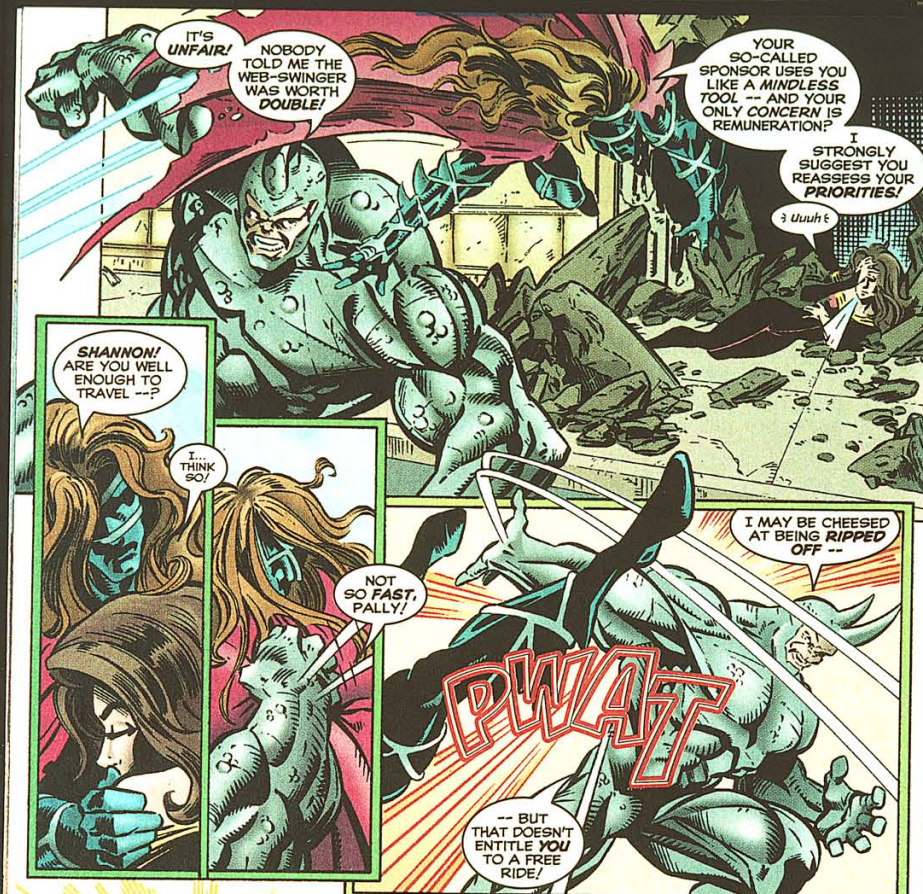
AND I DID.

MADE A TON OF FRIENDS AND WE DANCED
OUR BRAINS OUT!



YOU AND THE CAP'N
MAKE IT HAPPEN!
CRUNCH!





IT'S UNFAIR!

NOBODY TOLD ME THE WEB-SWINGER WAS WORTH DOUBLED!

YOUR SO-CALLED SPONSOR USES YOU LIKE A MINDLESS TOOL -- AND YOUR ONLY CONCERN IS REMUNERATION?

I STRONGLY SUGGEST YOU REASSESS YOUR PRIORITIES!

3 Uhuh!

SHANNON! ARE YOU WELL ENOUGH TO TRAVEL --?

I THINK SO!

NOT SO FAST, PALLY!

I MAY BE CHEESED AT BEING RIPPED OFF --

-- BUT THAT DOESN'T ENTITLE YOU TO A FREE RIDE!



I'M GOING FOR ALL THE POINTS --

-- AND TWO BIG SCREENS!



TM & © 2004 MARVEL



HE LIES UNMOVING --

--UNCONSCIOUS--

-- HOOKED TO MACHINES WHICH NOTE HEALTHY LIFE SIGNS BUT DETECT ABSOLUTELY NO HIGHER BRAIN FUNCTION!

HOW ARE WE FEELING TODAY?

ANY CHANCE WE'LL AWAKE FROM OUR COMA?

THAT'S A GOOD QUESTION, NURSE!

Oh --! I DIDN'T REALIZE ANYONE WAS BEHIND ME!

ARE YOU HERE TO SEE SEWARD TRAINER?

I AM HIS DAUGHTER... CAROLYN!*

I'LL BE AT THE NURSES STATION IF YOU NEED ME.

THANK YOU. I MUST MAKE THE MOST OUT OF EVERY PRECIOUS MOMENT I SPEND WITH FATHER.

HE'S SO PALE... SO FRAGILE AND VULNERABLE! IT'S PRETTY OBVIOUS THAT...

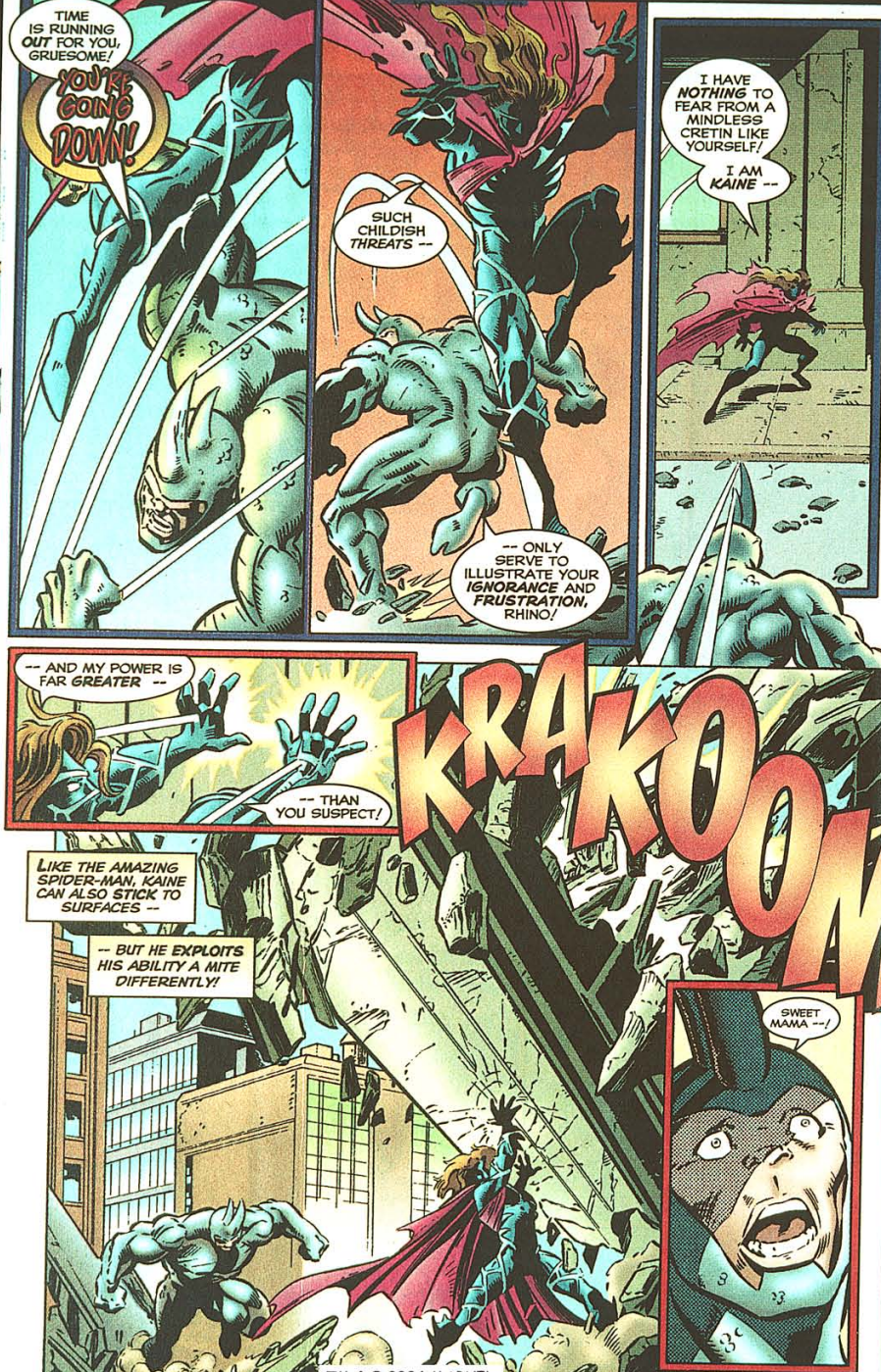
YES...

HE IS STABLE, BUT HIS CONDITION HASN'T CHANGED. I ASSUME YOU'D LIKE SOME PRIVACY.

* We know her better as the new Doctor Octopus! Just seen in SPECTACULAR SPIDER-MAN #2 -- Dr. Bob!

... HE WILL NOT SURVIVE MUCH LONGER!

TM & © 2004 MARVEL



TM & © 2004 MARVEL

SUBSCRIBE NOW!



Exclusive Subscriber Savings and Services

- Exclusive savings on your favorite comics!
- Free, convenient home delivery—you won't miss an issue!
- Enhanced Versions at no extra cost!
- Special subscriber-only customer service phone number!
- All issues are mailed with cardboard backing in weather-resistant polybags!
- Satisfaction guaranteed—or your money back on all remaining issues!

IT MAKES SPIDER-SENSE!

\$21.97 for your first subscription! Only **\$20.97** each for two titles!
Best Deal! Just \$19.97 each for 3 or more titles!

Spider-Man

- ☐ AMZ The Amazing Spider-Man
- ☐ SSM The Sensational Spider-Man **NEW!**
- ☐ GGB Green Goblin
- ☐ NWR New Warriors
- ☐ PPK The Spectacular Spider-Man
- ☐ SPI Spider-Man

X-Men

- ☐ GEN Generation X
- ☐ XME The Uncanny X-Men
- ☐ WOL Wolverine
- ☐ JMN X-Men
- ☐ CAB Cable
- ☐ EXC Excalibur
- ☐ FAC X-Factor
- ☐ XFO X-Force
- ☐ MAN X-Man

Marvel Heroes

- ☐ AVE Avengers
- ☐ CAM Captain America
- ☐ FAN Fantastic Four
- ☐ IRM Iron Man
- ☐ SIL Silver Surfer
- ☐ THR Thor

The Edge

- ☐ DDV Daredevil
- ☐ INC The Incredible Hulk
- ☐ DDC Doctor Strange
- ☐ GHR Ghost Rider
- ☐ PMS Punisher

2099

- ☐ X99 X-Men 2099 A.D.
- ☐ N99 X-Nation 2099 A.D. **NEW!**
- ☐ D99 Doom 2099 A.D.
- ☐ F99 Fantastic Four 2099 A.D.
- ☐ G99 Ghost Rider 2099 A.D.
- ☐ S99 Spider-Man 2099 A.D.

Conan ALL-NEW!

- ☐ CNN Conan
- ☐ CTS Conan The Savage

Malibu ALL-NEW!

- ☐ EXL Exiles
- ☐ PRM Prime
- ☐ UFO Ultraforce

Just For Laughs

- ☐ BUT Beavis & Butthead
- ☐ REN The Ren & Stimpy Show

And More From Marvel

- ☐ GAR Gargoyles
- ☐ WHI What If...

NEW!
Just \$9.97 For 12 Issues!

Early Tales of Spider-Man & The X-Men

- ☐ UTS Untold Tales of Spider-Man
- ☐ PXX Professor Xavier & The X-Men

New For Younger Readers

- ☐ ASM The Adventures of Spider-Man
- ☐ AVX The Adventures of The X-Men

These titles are not included in the above combination discount offer.

Yes! Sign me up for the Marvel comics I've checked.

Check off the subscriptions you want delivered to your home (12 issues each) and return this Savings Coupon or a copy to: **MARVEL DIRECT MARKETING, P.O. BOX 1979, DANBURY, CT 06813**. Please provide credit card information or make your check or money order payable to "Marvel Direct Marketing, Inc." For even faster service call: (203) 743-5331 and have your credit card handy!

Please print:

NAME OF READER _____ DATE OF BIRTH (M/D/Y) _____

STREET ADDRESS _____

CITY _____ STATE _____ ZIP _____

of subscriptions _____ Amount enclosed: \$ _____

Charge my: ☐ VISA ☐ MasterCard
☐ Discover Card ☐ American Express

CREDIT CARD # _____ EXPIRATION DATE _____

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM ABOVE) _____

SIGNATURE FOR CREDIT CARD ORDERS _____

Offer good until 12/31/96
YES, YOU CAN PHOTOCOPY THIS COUPON!

Canada, add \$10.00 per title (in U.S. funds only, includes GST#R127032852). Foreign, add \$12 per title in U.S. funds only. Allow 6 to 8 weeks for delivery of your first issue. TM & © 1995 Marvel Entertainment Group Inc. All rights reserved. **H61MNS**

SATISFACTION GUARANTEED!

TM & © 2004 MARVEL



ARE YOU STILL CONSCIOUS, RHINO --?

AGNN



**KWAK
KWAK
KWAK**

IT IS IMPORTANT THAT YOU FEEL THE PAIN AND SUFFER THE AGONY!

I WANT YOU TO BE AWAKE!



MOST OF ALL, I WANT YOU TO UNDERSTAND THAT THIS IS ONLY A SAMPLE OF WHAT AWAITS ALL WHO DARE CHALLENGE KAINE!



ONLY A SAMPLE!

ENOUGH, KAINE! YE HAVE BEATEN THE POOR MAN INTO A STUPOR! THERE'S NOT REASON TO BE KILLIN' HIM!

YE'VE ALREADY SCORED FIRST BLOOD!

FIRST BLOOD?!



VIOLENCE IS NO GAME TO ME, SHANNON!

IT'S THE ONLY LIFE I'VE EVER KNOWN!



Ooooo! NICE MOVES, WEBS! YOU'VE MANAGED TO DODGE **EVERYTHING** POLESTAR AND I HAVE THROWN AT YOU!

IF YOU'RE AS CUTE UNDER THAT MASK AS YOU ARE AGILE, I MIGHT BE INTERESTED IN A LITTLE ONE-ON-ONE --

-- AFTER THE MATCH!

GOTTA GET RID OF HER EXPLOSIVE STICKS!

LET'S GET SOMETHING STRAIGHT, LADY...



DON'T LOOK SO SURPRISED! IT'S A WASTE OF TIME TO TURN ME OVER TO THE POLICE! I HAVEN'T COMMITTED A SINGLE CRIME...

...OTHER THAN AGGRAVATED ASSAULT.

AND WE BOTH KNOW YOU'LL NEVER TESTIFY AGAINST ME!



I'M NOT INTERESTED IN YOUR GAME --

-- OR YOU!

**ZAKK
ZAKK
ZAKK**



MY PLAN WORKED! THE STICKS VANISHED AS SOON AS I CUT OFF THEIR SOURCE OF ENERGY BY CRUSHING HER WRIST CONDUITS!

P-PRETTY SNEAKY, WEBS!

JUST WHEN WE WERE GETTING SO COMFY!

I'LL REMEMBER THAT LITTLE MANUEVER WHEN NEXT WE MEET!



MAYBE NOT, JOYSTICK, BUT I CAN STILL KEEP YOU OFF THE STREETS UNTIL --

WHOOPS!



POLESTAR! I FORGOT ALL ABOUT POLESTAR!

He died during MAXIMUM CLONAGE...or did he?

THE RETURN OF KAINE!

Now Kaine returns to the Spider-Man titles, in a four-part saga that stretches across the four core Spider-books. Not even death could stop this mockery of a man from continuing his tortured existence!

SO WHO EXACTLY IS THIS MYSTERIOUS MAN?

This much we know: Kaine was the very first clone of Peter Parker created by the Jackal. Shortly after his creation, he began to show signs of clone degeneration—a genetic flaw that laid his physical form to waste. Jackal rejected Kaine as a failed experiment and cast him out into a world that could never understand or accept him.

Learning early on in his existence that the Peter Parker who was to eventually marry Mary Jane was also a clone, Kaine came to look upon Peter like a beloved brother—though circumstances prevented them from meeting until very recently. However, Kaine had no such feelings of affection for the man who years ago took the name Ben Reilly in the mistaken belief that he was a clone of Peter. All along Kaine knew the truth that Ben has only recently learned for himself—Ben is the real Peter Parker. And Kaine hated Ben for that, for being something that Kaine could never be. And so for years Kaine has dogged almost every step Ben has taken, determined to keep Ben away from New York City and the life that Kaine's "brother" was building for himself there as Peter Parker and Spider-Man.

As an imperfect clone of Peter Parker, Kaine also inherited Spider-Man's amazing spider-powers—but with a twist. In addition to super-strength, speed and agility, Kaine has the ability to burn his handprints into any surface—an extreme version of Spider-Man's ability to cling to surfaces, and one that leaves what has come to be known as the "Mark of Kaine"! His adhesion powers combined with his great strength also allow him to pull down a wall by merely placing the palms of his hands on it and pulling. And as a more extreme version of the spider-sense, Kaine experiences precognitive flashes that allow him to glimpse into the future. But he could not foresee his own apparent death several months ago, nor his eventual resurrection!

Now, Kaine has been brought back to life to become an unwilling participant in the Great Game, a super-powered competition that could grant him the chance to become a normal human being if he wins. And all he has to do to win is kill Spider-Man, who just happens to also be...Ben Reilly! Don't miss any of the excitement as the Kaine/Ben Reilly feud begins anew!

BOB'S BOX

You wouldn't know January is the coldest month of the year from the way things are heating up in the Spider-Man Group!

With the discovery of a skeleton that could be the key to unlocking new secrets about Spidey, the return of the calamitous clone known as Kaine and a new love interest in Ben Reilly's life, you'd think we'd have more than enough excitement to squeeze into the Spidey books this month.

But nooooo!

There's more.

Anybody in the mood for the return of Peter Parker?

Was that a resounding "yes"? Well then, check out

SPIDER-MAN #64 and **SPECTACULAR SPIDER-MAN #232**, 'cause Mary Jane's main squeeze is back! (Actually, if you've been following the **SPIDER-MAN: THE FINAL ADVENTURE** limited series, which concludes this month, you know Peter never really left!)

Bob

BOB BUDANSKY,
Editor in Chief, Spider-Man Group

ON SALE THIS MONTH

SENSATIONAL SPIDER-MAN #2

THE RETURN OF KAINE—Part 2 of 4: Continued from SPECTACULAR SPIDER-MAN #21. A skeleton is pulled from the rubble of a certain smokestack. Could it be—Spider-Man #21 By Jurgens/Janson

AMAZING SPIDER-MAN #409

THE RETURN OF KAINE—Part 3 of 4: Spider-Man wants to throw Kaine in jail—but first the web-slinger has to go through Rhino, Jostice and Polster to get him! By DeFalco/Bagley/Mahdoff

SPIDER-MAN #66

THE RETURN OF KAINE—Part 4 of 4: The life of Spider-Man is the price Kaine must pay if he's going to win a normal life for himself!

By MacKie/Tomlin, Jr./Williamson

SPECTACULAR SPIDER-MAN #232

Is the new love of Spider-Man's life also the greatest threat to his secret identity? By Deza/DiSnoia/Palmiotti

GREEN GOBLIN #6

The Green Goblin faces Daredevil! Also: the debut of the super-villain called Purgery! By DeFalco/McDaniel

NEW WARRIORS #69

As the reality of Times Square's visions come crashing down, the Warriors find themselves besieged by the revived Sphinx—in a battle predestined to end with the death of Speedball! By Shalinski/Zircher/Peggy

UNBOLD TALES OF SPIDER-MAN #7

Electro returns, in a major way! But how does it all fit in with young Peter Parker's visit to the optometrist? Plus: Peter's classmates hatch a scheme that could mean the end of Spider-Man! By Busch/Oliver/Vey & Edmund

SPIDER-MAN TEAM-UP #2

Spider-Man catches a cosmic wave with none other than the Silver Surfer! Featuring the vile villainy of the Mad Thinker and a surprise super-villain!

By Stern/Perrez/Grindberg/Anderson

SPIDER-MAN: THE FINAL

ADVENTURE #4 (of 4)

The landmark limited series concludes! Peter Parker faces Fenrir and Droyot for the last time—and a major turning point that will change his and Mary Jane's life forever! By Nicieza/Robertson/Allred

VENOM: ALONG CAME

A SPIDER #3 (of 4)

The blood feud between Venom and Spider-Man continues, with Eddie Brock's ex-wife caught in the middle! By Hanna/St. Pierre/McKenna

AMAZING FANTASY #18

Concluding this special look of Spider-Man's earliest days! Witness a turning point that decided the young Spider-Man's future—he had the power, but would he accept the responsibility? By Busch/Lee



EXCITEMENT FOR THE EYE

7019 Three Chopt Road
DEPT 396M Richmond, VA 23226

(804) 282-1919

MISSED AN ISSUE?
Don't travel miles to find
WHAT YOU NEED
We will send comics right
TO YOUR HOUSE

Find out what your comics
are REALLY worth—
Send \$1.00 for a complete catalog today!
Most orders processed in one day!!!



*Cartoon Illustration *Cinematic Animation

A 3 year full time school designed by professionals for aspiring professionals

New Marvel Scholarship

A full 3 year scholarship will be awarded
to a newly accepted first year student.

JKS Alumni

Kevin Altieri - NEW ADVENTURES OF BATMAN	Steve Lieber - HAWKMAN
Jim Balent - CATWOMAN	Tom Mandrake - SPECTRE
Dave Dorman - STAR WARS, ALIENS	Tom Raney - STORMWATCH, X-MEN
Jan Duursema - X-FACTOR	Dave Schwartz - GARGOYLES, DUCKTALES
Adam Kubert - WOLVERINE	Bart Sears - VIOLATOR, X-O MAN OF WAR
Andy Kubert - X-MEN	Johan Klingler - LION KING

THE JOE KUBERT
SCHOOL
OF CARTOON AND
GRAPHIC ART, INC.
37 MYRTLE AVENUE
DOVER, NJ 07801
(201) 361-1327

- Approved by the State of N.J. Department of Education
- Approved for Veterans
- Approved for Non-resident Alien Students
- Financial Aid Available

Please send your free brochure, I am interested in:

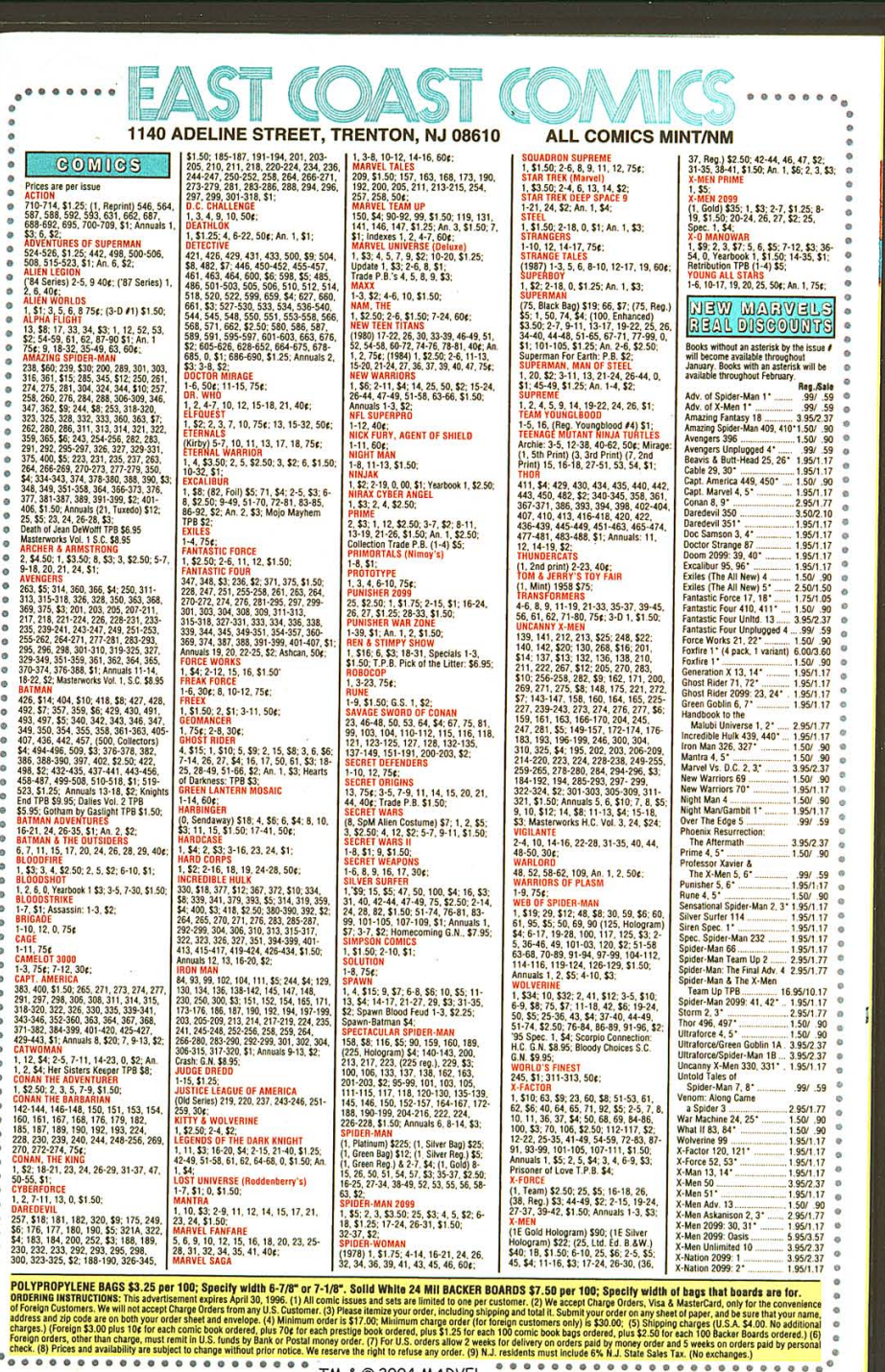
- ☐ Cartoon Illustration - Graphic Arts
☐ Cinematic Animation

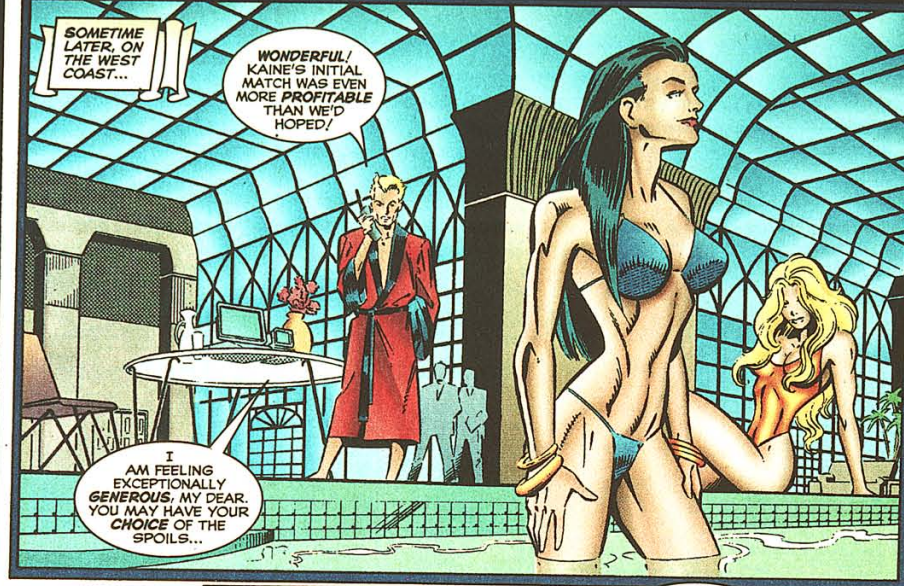
Name _____ Age _____

Address _____

City _____ State _____ Zip _____

The Joe Kubert School of Cartoon and Graphic Art, Inc., Dept. M
37 MYRTLE AVE., DOVER, NJ 07801 • (201) 361-1327 • FAX (201) 361-1844





SOMETIME LATER, ON THE WEST COAST...

WONDERFUL! KAINE'S INITIAL MATCH WAS EVEN MORE PROFITABLE THAN WE'D HOPED!

I AM FEELING EXCEPTIONALLY GENEROUS, MY DEAR. YOU MAY HAVE YOUR CHOICE OF THE SPOILS...



WOULD YOU PREFER THE WINTER PALACE, THE PAGODA OR THE AEGEAN MANSION?

BY THE WAY... WHERE IS OUR BOY?



HE'S SCOUTIN' US UP A REFUGE, MR. JOHNSMEYER!



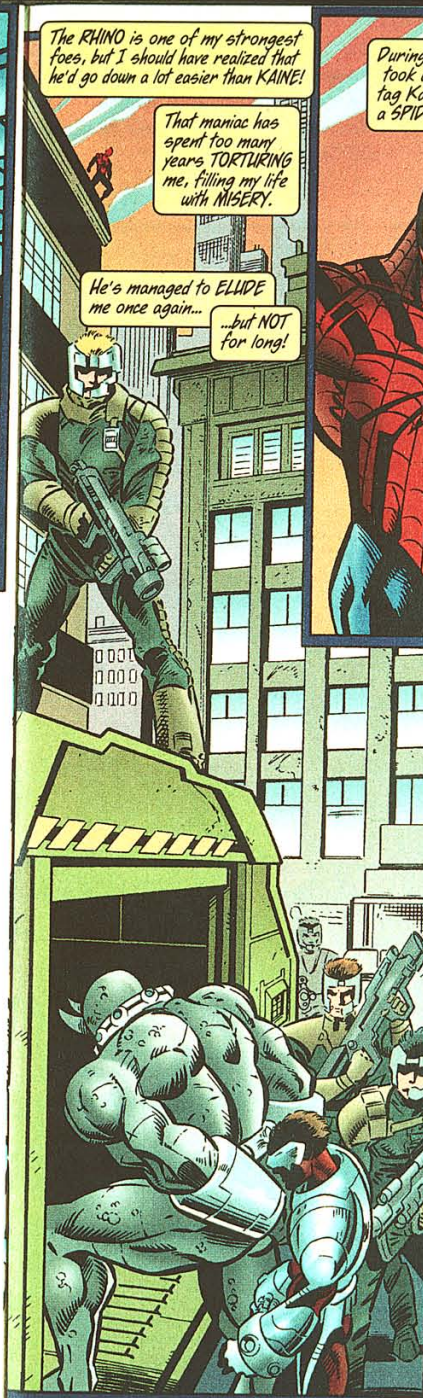
FIGURED IT WAS SAFE T'CHECK IN WHILE HE WAS GONE, BUT I CAN'T STAY FOR LONG!



YOU'D BETTER GET OFF THE LINE, SHANNON! WE MUSTN'T MAKE OUR PATSY SUSPICIOUS!

I HAVE ALREADY BEGUN MAKING ARRANGEMENTS FOR HIS NEXT AND POSSIBLY FINAL GAME...

A CHALLENGE THAT I BELIEVE IS DESTINED TO CONQUER KAINE!



The RHINO is one of my strongest foes, but I should have realized that he'd go down a lot easier than KAINE!

That maniac has spent too many years TORTURING me, filling my life with MISERY.

He's managed to ELUDE me once again...

...but NOT for long!



During the battle, I took a moment to tag Kaine's date with a SPIDER-TRACER!



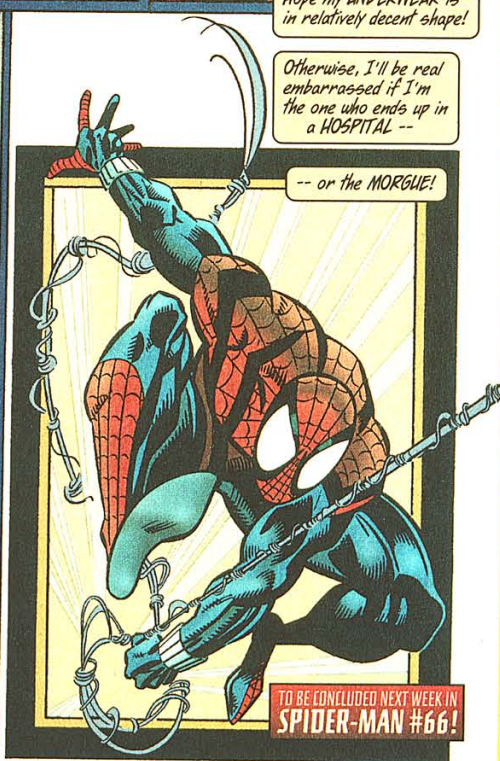
The signal's coming in LOUD and CLEAR!

This is it --! My final showdown with KAINE! And hopefully, my chance to put this crazy GAME out of commission once and for all!

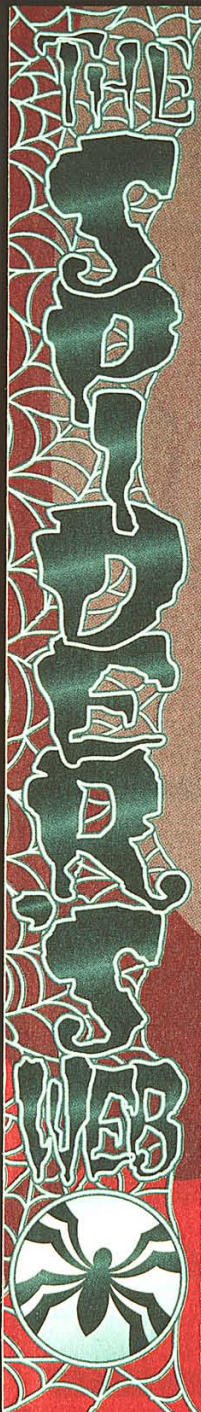
Hope my UNDERWEAR is in relatively decent shape!

Otherwise, I'll be real embarrassed if I'm the one who ends up in a HOSPITAL --

-- or the MORGUE!



TO BE CONCLUDED NEXT WEEK IN SPIDER-MAN #66!



c/o Marvel Comics, 387 Park Avenue South, New York, NY 10016

BOB BLUDANSKY Editor
MARK BERNARDO Assistant Editor

Correspondents: If you don't want your full address printed, please let us know.

Dear Marvelers,

I've been a fan of AMAZING SPIDER-MAN for a while now, but things have never been this crazy for Spidey! I can remember a time when he would risk his own life to rescue an innocent person from the clutches of a super-villain. Yet, in AMAZING #404, he lets the Jackal throw Ben Reilly in a prison cell! Even if he's decided to join the Jackal, I don't believe he'd allow this! Granted, Spidey's at his wit's end. He didn't even have time to mourn for Aunt May before he was thrown in jail, but come on! It's time for Peter Parker to be reinstated as the real Spider-Man. Accept no substitutes!

It's also time to see the Jackal punished for his crimes. The exposures on Kaine's face are the tip of the iceberg where he starts to let Jackal to care him were well done. Even though he was masked, it was heartbreaking. If Kaine is another clone of Spider-Man, then there's a brave, gentle soul under that mask. The Jackal seems to create clones just to torment them. He's like a father who has kids just so he can abuse them. It's time to bring him to justice.

The rest of the story was fine. Peter's rage in the beginning was well displayed. The art was also terrific. Keep up the good work! Oh, and get Peter back with Mary Jane. He needs someone to help him through this tough time.

Jacob Goldstein
2200 Henry Hudson Parkway
Bronx, NY 10461

Jacob, you'll be happy to know that Peter and Mary Jane's marriage has indeed weathered the storm of "Maximum Cloning" and they are facing their future together... as you can witness in the SPIDER-MAN: THE FINAL ADVENTURE limited series on sale now. Wherever future classics are sold, their fates beyond that... we ain't tellin'!

You should have also been thrilled to see Peter finally come to his senses at the end of "Cloning"... and the Jackal's punishment for his crimes should have been eminently satisfying about I mean, he was a great villain and all, but it was time for him to hit the road. (Ouch! Next letter, please...)

Dear Spider-Guys,

This is my first time writing to you and I'd like to start out by complimenting you on the excellent job you're doing on "Maximum Cloning." I've just read part three in ASM #404, and I thought Mark Bagley did an excellent job on the art. I haven't been reading Spider-Man comics for long, but now I'm hooked on them... even though I'm a little upset that Mary Jane married Peter under false pretenses. Oh, well, what's done is done. Let's go on to more important matters.

Don't you guys think that Ben Reilly should get into a serious relationship with someone? After all he's been through, thinking he was a clone

for five years, I think he deserves a girlfriend. Don't you? Also, can you guys get Carnage out of that comic he was in "Plane of the Symbiotes, part two"? I really enjoy his attitude, in a sick kind of way.

Over all, I'm very pleased with the way the Spider-Man comics are being done! Keep up the good work!

Sergio Granados
2425 Wren Avenue
Sacramento, CA 95822

Thanks, Sergio. And though it's true that MJ didn't know Peter was a clone when she married him, she has long since realized that, clone or no, this is the man she loves.

As far your other points, Ben's love life is about to get really interesting. Check out SENSATIONAL #2 for a major development. And remember, as we all have found out at one time or another, just because one deserves a good, healthy relationship doesn't mean one gets it — especially one with a history of such bad luck as Peter/Ben!

And Carnage is indeed back! Check out the CARNAGE: MIND BOMB one-shot, on sale now, and written by the master of the macabre, Warren Ellis! It's a decidedly different kind of Marvel book.

Dear Web-Snappers,

I've been a Marvel fanatic for quite a while now, but I just recently started collecting Spider-Man comics, and due to the fantastic stories and artwork, I think Spider-Man is going to be my thing for a while! I've been keeping up with the clone saga pretty well, despite the fact that I've had to start in the middle and work my way back. There have been so many rumors going around about... well, just about every aspect of this storyline, and to be honest, I have no idea how it's all turning out. I have come to one opinion that I strongly believe in, though. In ASM #405, you printed a letter from someone named Charles Williams. He said that whether or not Peter Parker was a clone didn't really matter — if he has the same memories, feelings, powers, and sense of responsibility as the original, he's as rightfully the "real" Peter Parker as anybody.

I know this is getting long, but before I go, could you name a few titles that might bring me up to date on the whole clone story?

Simon Evetkovich
121 North Sedgwick
Wichita, KS 67203

For background on the current clone-ish goings-on, you can pick up the SPIDER-MAN: CLONE GENESIS trade paperback, which reprints the original Jackal/clone saga from the seventies that provided the foundation for our recent storylines: the JACKAL FILES one-shot, which gave a detailed laydown on all the major players, and the CLONE JOURNAL one-shot, which

presented an overview of the clone saga's opening chapters. Some of these should still be available at your local back issue outlet, if you're lucky!

Dear Marvel,

After reading AMAZING #405, I felt I had to write in. I'm aware of the horde of mail you've been getting due to the unsettling events in "Maximum Cloning," but I hope you'll find time to read this anyway. I've got a few questions:

1) How did Ben's (or should I say Peter's) hair get so long so fast? Sure, it's just a comic, but it should be somewhat realistic.

2) Is this issue foreshadowing the return of Doctor Octopus? I sincerely hope not. Too many comic heroes and especially villains are revived from death, and it's just cheap to have a climactic story and then ruin it with an "Oh, I wasn't all the way dead" excuse.

My prediction: It's Stanner, using Doc Dick's old devices to avenge his death. I hope Doc Ock isn't being replaced by an inferior villain with the same name.

In closing, I just wanted to mention how much I loved the guest art job in this issue. It was a bit more realistic than usual, and very fitting to the mood the story was trying to establish. Keep up the Spider-Man work, everyone!

Patrick Stockstill
10 Bayview
Irvine, CA 92714

Patrick, rest assured that we read all the mail, positive or negative, and no matter how enormous the amount. How will we know how we're doing if you don't let us know, after all? As for your questions:

1) As we see it, an undetermined amount of time passed between the end of "Maximum Cloning" and the beginning of "Exiled," (at least a couple of months) which should explain Ben's hair length as well as MJ's more obviously pregnant stomach in those issues.

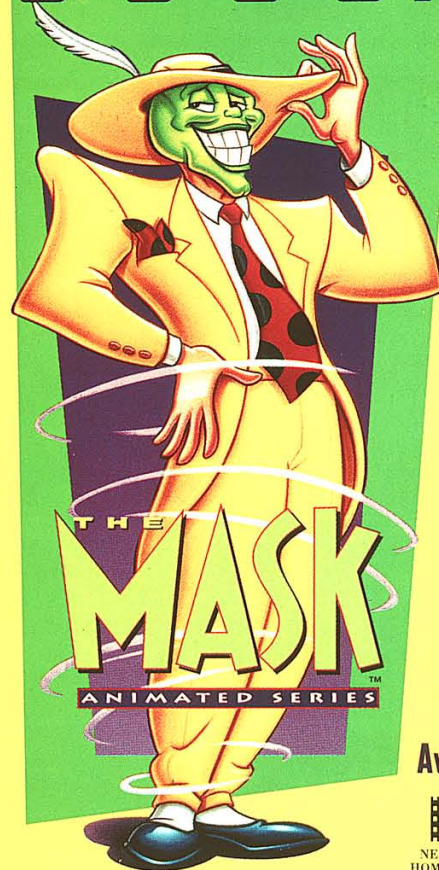
2) As you've seen by now, the new Doc Ock is decidedly a different person than Dita Octavius, and we don't think she's at all inferior! Have you felt the same after seeing her in action in "The Greatest Responsibility..."

And we thought Darick Robertson did a great job on ASM #405 too, along with loyal stalwart Larry Mahlstedt. Have you not missing his amazing artistry over in the aforementioned FINAL ADVENTURE!

NEXT:

There's a mysterious creature stalking New York, brutally attacking criminals — and all the evidence points to Carnage! But Carnage is safe in Ravencroft... so what's going on? And is Spidey ready for the chilling answer to this mystery? Join us in one month!

COLLECT THE ENTIRE S-S-S-SMOKIN' VIDEO SERIES!



"THE MASK IS ALWAYS GREENER ON THE OTHER SIDE"



"BABY'S WILD RIDE"



"S-S-S-SOMEBODY STOP ME"

Available wherever videos are sold!



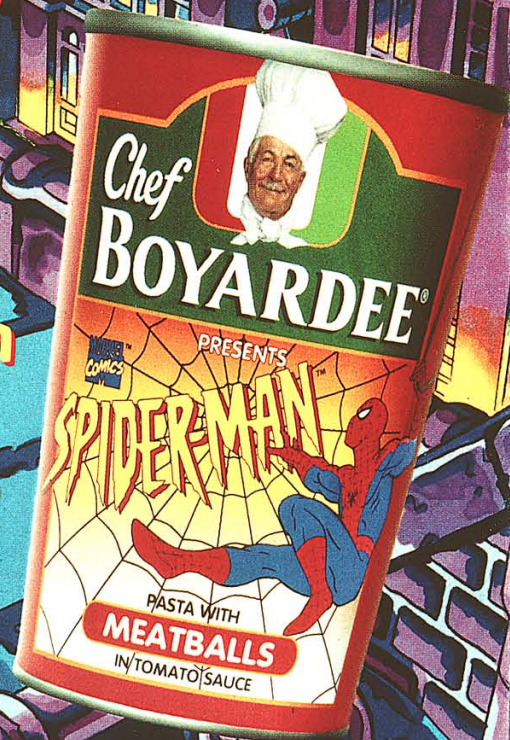
© 1995 New Line Productions, Inc. All Rights Reserved. "S-S-S-SOMEBODY STOP ME" and "BABY'S WILD RIDE" are trademarks of New Line Productions, Inc. All Rights Reserved.



SO HOT
It's Practically
Radioactive!

New
Spider-Man
Pasta

Get your spidey taste buds
tingling with new Spider-Man
Pasta from Chef Boyardee.
Totally webbed out
Spider-Man pasta shapes
smothered in secret sauce.
It's the hottest lunch going.



THANK GOODNESS FOR CHEF BOYARDEE.

MARVEL COMICS, SPIDER-MAN and all character names and the distinctive likenesses thereof: TM & ©1998 Marvel Characters, Inc. All rights reserved.
Chef Boyardee and logo are registered trademarks of American Home Food Products, Inc.